

**DUANE MORRIS LLP**  
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and

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Attorneys for Defendants  
 MP3TUNES, LLC and  
 MICHAEL ROBERTSON

**UNITED STATES DISTRICT COURT**

**SOUTHERN DISTRICT OF NEW YORK**

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CAPITOL RECORDS, INC.; CAROLINE	)	No. 07 Civ. 9931 (WHP)
RECORDS, INC.; EMI CHRISTIAN MUSIC	)	
GROUP INC.; PRIORITY RECORDS LLC;	)	
VIRGIN RECORDS AMERICA, INC.;	)	
BEECHWOOD MUSIC CORP.; COLGEMS-	)	
EMI MUSIC INC.; EMI APRIL MUSIC INC;	)	
EMI BLACKWOOD MUSIC; EMI FULL	)	
KEEL MUSIC; EMI GOLDEN TORCH	)	<b>DECLARATION OF MICHELLE A. HON</b>
MUSIC CORP; EMI LONGITUDE MUSIC;	)	<b>IN SUPPORT OF DEFENDANTS' REPLY</b>
EMI VIRGIN MUSIC, INC.; EMI VIRGIN	)	<b>IN SUPPORT OF THEIR MOTION TO</b>
SONGS, INC.,	)	<b>DISMISS, OR IN THE ALTERNATIVE,</b>
Plaintiffs,	)	<b>TO TRANSFER TO THE SOUTHERN</b>
v.	)	<b>DISTRICT OF CALIFORNIA</b>
MP3TUNES, LLC AND MICHAEL	)	
ROBERTSON	)	
Defendants.	)	

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I, Michelle A. Hon, declare:

1. I am an attorney licensed to practice in the State of California and I am admitted *pro hac vice* before this Court. I am an attorney with the law firm of Duane Morris LLP, counsel for defendants MP3tunes, LLC (MP3tunes") and Michael Robertson. I have personal knowledge of the matters stated herein, and if called as a witness, I could and would testify competently to them.

2. I submit this declaration in support of Defendants' Reply to Motion to Dismiss or in the Alternative, to Transfer to the Southern District of California.

3. Attached hereto as Exhibit A has been filed under seal pursuant to a Protective Order.

4. Attached hereto as Exhibit B has been filed under seal pursuant to a Protective Order.

5. Attached hereto as Exhibit C has been filed under seal pursuant to a Protective Order.

6. Attached hereto as Exhibit D has been filed under seal pursuant to a Protective Order.

7. Attached hereto as Exhibit E has been filed under seal pursuant to a Protective Order.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 2<sup>nd</sup> day of May, 2008 at San Diego, California.



Michelle A. Hon

**EXHIBIT A**

**FILED UNDER SEAL PURSUANT TO COURT ORDER**

**EXHIBIT B**

**FILED UNDER SEAL PURSUANT TO COURT ORDER**

**EXHIBIT C**

**FILED UNDER SEAL PURSUANT TO COURT ORDER**

**EXHIBIT D**

**FILED UNDER SEAL PURSUANT TO COURT ORDER**

**EXHIBIT E**

**FILED UNDER SEAL PURSUANT TO COURT ORDER**